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FILED & ENTERED

JUL 20 2022

**CLERK U.S. BANKRUPTCY COURT
Central District of California
BY bolte DEPUTY CLERK**

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

Lead Case No.: 8:22-bk-10948-SC

TRX HOLDCO, LLC, a Delaware limited liability company.

Jointly administered with:
8:22-bk-10949-SC

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware limited liability company, dba TRX and TRX Training,

Debtors and Debtors in Possession.

**FOR ENTRY OF ORDER MODIFYING
BIDDING PROCEDURES PREVIOUSLY
APPROVED BY THE COURT FOR FREE AND
CLEAR SALE OF ASSETS AND GRANTING
RELATED RELIEF**

Date: July 20, 2022

Time: 10:00 a.m.

Place: *Via ZoomGov

Courtroom 5C
411 West Fourth Street
Santa Ana, CA 92701

Affects both Debtors

Affects TRX Holdco, LLC only

Affects Fitness Anywhere, LLC only

1 A hearing was held at the above-referenced date and time for the Court to consider
2 approval of the motion (the “Motion”) [Doc 158] filed by TRX Holdco, LLC and Fitness
3 Anywhere LLC, dba TRX and TRX Training (together, the “Debtors”), the debtors and debtors-
4 in-possession in the above-captioned chapter 11 bankruptcy cases¹, seeking the entry of an order
5 modifying the Debtors’ bidding procedures previously approved by the Court:
6

7 Appearances were made at the hearing on the Motion as set forth on the record of the
8 Court.

9 The Court, having considered the Motion, the *Amendment To Debtors’ Motion For*
10 *Entry Of Order Modifying Bidding Procedures Previously Approved By The Court For Free*
11 *And Clear Sale Of Assets And Granting Related Relief* (the “Amendment”) [Doc 179], the
12 Debtors’ proposed Amended Bidding Procedures attached as Exhibit 1 to the Amendment and
13 all of the pleadings filed by the Debtors in support of the Motion, the statements, arguments and
14 representations of counsel for the Debtors made at the hearing on the Motion, any responses or
15 objections filed to the Motion and any replies filed by the Debtors, the statements, arguments
16 and representations of all other parties who appeared at the hearing on the Motion, and good
17 cause appearing,

18 HEREBY ORDERS AS FOLLOWS:

19 1. The version of the Amended Bidding Procedures filed with the Court as Doc 181
20 (without exhibits) is approved and amends and supersedes in its entirety the bidding procedures
21 previously approved by the Court.

22 2. July 27, 2022 at 5 p.m. (prevailing Pacific time) is the deadline (the “Initial
23 Indication of Interest Deadline”) for all parties who wish to be eligible to participate in the
24

25
26
27 1 The Court previously entered an order approving the joint administration of these chapter 11 bankruptcy
28 cases.

Auction to provide a non-binding written expression of interest in which the prospective bidder identifies (1) which of the Debtors' assets the prospective bidder is interested in acquiring; (2) a preliminary expected range of purchase price within a \$3 million range (which will be kept completely confidential as set forth in the Amended Bidding Procedures); (3) the expected funding source, status and timing of approval of such funding source; (4) the expected business structure of the prospective buyer and the identities of all participants in the prospective bidder; (5) a specific description of remaining due diligence with outstanding questions and requests for information; (6) the identity of any retained counsel and/or financial advisor; and (7) what formal approvals (such as shareholder, board of director, etc.) are still needed for the prospective bidder to be able to submit a binding bid and consummate a sale transaction.

3. August 10, 2022 at 5 p.m. (prevailing Pacific time) is the deadline (the "Initial Bid Deadline") by when initial bids need to be submitted by parties who wish to participate in the Auction. In order to participate in the Auction, all prospective bidders must do all of the following:

- (i) Submit a redlined version of the template asset purchase agreement (the "Template APA") indicating all changes that are requested to be made to the Template APA, with the Template APA to include their proposed initial bid;
- (ii) Submit all documents to enable Kroll, after consultation with the Debtors, the Official Committee of Unsecured Creditors and Woodforest National Bank, to determine whether the proposed bidder is financially qualified to participate in the Auction; and
- (iii) Submit a deposit in the amount of \$2 million, which deposit would be deemed non-refundable if the bidder is deemed to be the winning bidder at the Auction and then the Debtors' proposed free and clear sale of the Purchased Assets to the

1 bidder is approved by the Bankruptcy Court. Bidders will have the right to
2 withdraw their bid at any time up until Noon (prevailing Pacific time) on August
3 16, 2022, in which case they will receive a return of their deposit and no longer be
4 eligible to participate in the Auction.
5

6 4. The Debtors may modify the Amended Bidding Procedures at any time prior to
7 the Auction with no further approval of this Court if both Woodforest National Bank and the
8 Official Committee of Unsecured Creditors consent to such changes to the Amended Bidding
9 Procedures.

10 5. The procedures previously approved by the Court relating to the Debtors'
11 assumption and assignment of executory contracts and unexpired leases remain unaffected, and
12 the Debtors' form of notice to be provided to all counterparties to executory contracts and
13 unexpired leases previously approved by the Court is approved to be used by the Debtors in
14 connection with the Amended Bidding Procedures.
15

16 6. The Debtors' form of notice to be sent to all creditors, equity holders, proposed
17 buyers and other parties in interest in the form previously approved by the Court is approved to
18 be used by the Debtors in connection with the Amended Bidding Procedures.
19

20 7. The Debtors' proposed form of Template APA previously approved by the Court
21 is approved to be used by the Debtors in connection with the Amended Bidding Procedures.
22

23 8. The Auction shall be held on August 17, 2022 at 10 a.m. (prevailing Pacific time),
24 at the offices of Levene, Neale, Bender, Yoo & Golubchik L.L.P., located at 2818 La Cienega
25 Avenue, Los Angeles, CA, with Qualified Bidders having the option to participate in person or
26 via zoom, and the Auction procedures proposed by the Debtors in the Amended Bidding
27 Procedures are approved.
28

9. The hearing for the Court to consider approval of the Debtors' proposed sale of the Purchased Assets to the Winning Bidder at the Auction (and to approve the Winning Back-Up Bidder) will be held on August 18, 2022, at 10:00 a.m. (prevailing Pacific time) (the "Sale Hearing"). The Debtors shall file their proposed asset sale motion, notice of sale hearing and notice of assumption and assignment of executory contracts and unexpired leases, and related pleadings (collectively, the "Sale Motion") with the Court by no later than twenty-one days prior to the Sale Hearing. Any objections to the Sale Motion must be filed with the Court by no later than fourteen days prior to the Sale Hearing. Any reply pleadings to any objections filed to the Sale Motion must be filed with the Court by no later than seven days prior to the Sale Hearing.

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Date: July 20, 2022

Scott C Clarkson
Scott C. Clarkson
United States Bankruptcy Judge